

RECORDATION NO. 6168-5m Filed & Recorded

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INTERNATIONAL COMMERCE COMMISSION

STATE OF ILLINOIS)
) SS
COUNTY OF LAKE)

C E R T I F I C A T E

The undersigned, Donna S. Golson, a Notary Public in and for said County, states that she compared the attached copy of the Bill of Sale dated the 3rd day of November, 1977, from Bankers Trust Company to Union Tank Car Company with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 8th day of November, 1977.

Donna S. Golson
Notary Public

BILL OF SALE

Bankers Trust Company

as Trustee under Equipment Trust Agreement

Dated as of May 1, 1971 (Series 7)

To

Union Tank Car Company

KNOW ALL MEN BY THESE PRESENTS, that Bankers Trust Company (the "Bank"), as Trustee under that certain Equipment Trust Agreement dated as of May 1, 1971 (the "Agreement"), by and between the Bank, as Trustee, and Union Tank Car Company (the "Company"), in consideration of the conveyance to the Bank, as Trustee, of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and of the compliance by the Company with the terms of the Agreement, and particularly Section 5.06 thereof, with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, has sold, assigned, transferred, set over and delivered, and by these presents does hereby sell, assign, transfer, set over and deliver unto the Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by the Company to the Bank, as Trustee aforesaid, pursuant to the Agreement, which units of Equipment are each identified with the initials UTLX, and more fully described in Schedule B hereto annexed and by reference

incorporated herein, hereby warranting that such Equipment is free and clear from all liens and encumbrances of the Bank.

TO HAVE AND TO HOLD the said Equipment unto the Company and its successors and assigns forever.

IN WITNESS WHEREOF, the Bank, as Trustee aforesaid, has caused this instrument to be duly executed by a proper corporate officer thereunto duly authorized, and its corporate seal to be hereunto affixed and attested, this 3rd day of November, 1977.

BANKERS TRUST COMPANY

By M. K. Keugman M. K. KEUGMAN
ASSISTANT VICE PRESIDENT

(CORPORATE SEAL)

ATTEST:

R. J. Noblett R. J. NOBLETT
Its Assistant Secretary

STATE OF NEW YORK)
COUNTY OF New York) SS.

On this 3rd day of November, 1974, before me, a
Notary Public in and for said County, personally appeared

M. K. KLUGMAN and R. J. NOBLETT

to me personally known, who being by me duly sworn did say that
they are respectively ASSISTANT VICE PRESIDENT and Assistant Secretary
of Bankers Trust Company, that the seal affixed to the foregoing
instrument is the corporate seal of said Bank, that said instru-
ment was signed and sealed on behalf of said Bank by authority
of its Board of Directors, and said M. K. KLUGMAN
and R. J. NOBLETT acknowledged that the
execution of the foregoing instrument was the free act and deed
of said Bank.

My Commission Expires:

March 30, 1979

Roger L. Charite
Notary Public

ROGER LACHARITE
Notary Public, State of New York
No. 41-4653344
Qualified in Queens County
Certificate filed in New York County
Commission Expires March 30, 1979

SCHEDULE B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
1	Box Car	60 FT.	CPAA205207
1	Gondola	100 Ton	UNPX100143
1	TM	14,000	UTLX13560
1	TM	20,000	UTLX48249
1	TM	29,000	UTLX48625
1	TM	29,000	UTLX48631
1	TM	26,000	UTLX58969
1	TM	26,000	UTLX58973
1	TM	20,000	UTLX59328
1	TMI	16,800	UTLX74989
1	TMI	23,500	UTLX75006
1	TMI	22,500	UTLX75266
<u>1</u>	TMI	10,200	UTLX77285